

RESOLUTION NUMBER 77-36

of the

CALIFORNIA HOUSING FINANCE AGENCY

Amendment of Multi-Family
Housing Finance Program Note Resolution

WHEREAS, the Board of Directors (the "Board") of the California Housing Finance Agency (the "Agency") on January 18, 1977, adopted Resolution 77-7, the Multi-Family Housing Finance Program Note Resolution (the "General Note Resolution");

WHEREAS, the General Note Resolution in Section 701(7) permits the Agency to amend the General Note Resolution with the written consent of the holders of 2/3 of all notes outstanding under the General Note Resolution;

WHEREAS, the Board has determined that it is desirable that certain amendments to the General Note Resolution be made at this time;

NOW, THEREFORE, BE IT RESOLVED by the Board that Section 401(3) of the General Note Resolution be and it hereby is amended to read as follows:

(3)(a) There is hereby established in the Supplementary Bond Security Account created by the Act in the California Housing Finance Fund in the State Treasury a separate account designated the "Multi-Family Housing Finance Program Notes Supplementary Reserve Account" (the "Supplementary Reserve Account"). At or prior

to delivery of the first Notes delivered under this Resolution, the Agency shall transfer or cause to be transferred all moneys then held in the Supplementary Bond Security Account, not representing interest earned or profits realized thereon, to the Supplementary Reserve Account to secure the payment of the principal of and interest on the Notes. Upon deposit into the Supplementary Bond Security Account of any amounts theretofore held therein, such amount shall likewise be transferred to the Supplementary Reserve Account for such purposes.

(b) Each Series Note Resolution authorizing a Series of Notes, other than renewal notes, shall provide, unless provided for by another Series Note Resolution authorizing a Series of Notes to be issued on the same day as said Series, that payment of the principal of and interest on such Series, together with the principal of an interest on all Series of Notes issued on the same day, be secured by a separate sub-account established in the Supplementary Reserve Account, designated "Multi-Family Housing Finance Program Notes Supplementary Reserve Sub-Account" (inserting therein the series designation of each Series of Notes to be secured thereby). At or prior to the delivery of said Series of Notes, the Agency shall transfer or cause to be transferred from the Supplementary Reserve Account to said Supplementary Reserve Sub-Account an amount equal to not less than ten per cent (10%) of the aggregate principal amount of the Notes to be secured thereby, as determined in the Series Note Resolution establishing said Supplementary Reserve Sub-Account.

(c) If the principal of or interest on any Series of

Notes shall become due and payment therefor in full has not been made or provided for, the Trustee shall withdraw from the Supplementary Reserve Sub-Account pledged to secure such Series of Notes and apply to the payment of such principal or interest the amount then due for which payment has not been made or provided for, to the extent funds are not otherwise available therefor in any of the Accounts pledged to secure such Series of Notes in accordance with Section 203(2). If amounts in such Supplementary Reserve Sub-Account are insufficient for this purpose, the Trustee shall withdraw from the Supplementary Reserve Account and apply to said purpose the amount of such deficiency. If the Trustee is required in accordance with the preceding two sentences to make withdrawals from a Supplementary Reserve Sub-Account or the Supplementary Reserve Account, or both, to pay principal or interest on more than one Series of Notes, amounts so withdrawn shall be applied to such principal or interest in the order of their stated maturity, and, if the amounts so withdrawn shall not be sufficient to pay in full all the principal or interest so due on any such date and not otherwise provided for, then to the payment thereof ratably, according to the amounts of principal or interest due on such date, without preference or priority of principal over interest or of interest over principal or of any such Series of Notes or Note over any other such Series of Notes or Note.

CERTIFICATE OF SECRETARY

I, Stuart Honse, Secretary of the Board of Directors of the California Housing Finance Agency, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of the California Housing Finance Agency duly called and held in Sacramento, California, on the 17th day of May, 1977, of which meeting all of said directors had due notice; and that at said meeting said resolution was adopted by the following vote:

AYES: *Bacher; Mazzei; Ramos; Solinas; Church by/Haskins; Elliott.*

NOES: *none*

ABSTENTION: *STEINBERG*

ABSENT: *Frank; Robinson; Sec. of B&T.*

I further certify that I have carefully compared the foregoing copy with the original minutes of said meeting on file and of record in my office; that said copy is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes; and that said resolution has not been amended, modified or rescinded in any manner since the date of its adoption, and the same is now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate and affixed the seal of the Board of Directors of the California Housing Finance Agency hereto this *18th* day of *May*, 1977.

Stuart Honse
Secretary of the Board of Directors
of the California Housing Finance
Agency

(SEAL)